

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

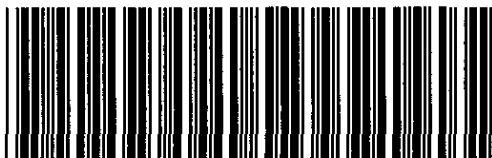
Company No. 264176

The Registrar of Companies for Scotland hereby certifies that

HOME FROM HOME (SCOTLAND) LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, Edinburgh, the 1st March 2004



\*NSC264176H\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



C O M P A N I E S   H O U S E

12

CHFP025

264176

HOME FROM HOME (SCOTLAND) LIMITED

Burness, 242 West George Street, Glasgow, G2 4QY

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company], person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985,† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

**Declarant's signature**

Declared at Glasgow

Day      Month      Year

On

2	6	0	2	2	0	0	4
---	---	---	---	---	---	---	---

**1** Please print name.

before me ① ALASTAIR GORDON SMITH

**Signed**

**Date** 26.02.2004

† A Commissioner of Courts or Notary Public or Justice of the Peace in California

Burness

50 Lothian Road, Festival Square, Edinburgh, EH3 9WJ

**Tel** 0131 473 6000

**DX number** ED73

DX exchange Edinburgh (kman 1619)

When you have completed and signed the form please send it to the Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
or companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

## DX 235 Edinburgh



**Laserform International 12/99**

Package: 'Laserform'  
by Laserform International Ltd.

# 10

Please complete in typescript,  
or in bold black capitals.

CHFP025

Notes on completion appear on final page

## First directors and secretary and intended situation of registered office

264176

### Company Name in full

HOME FROM HOME (SCOTLAND) LIMITED

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

Unit 3, Ash Road

Broadmeadow Industrial Estate

Post town Dumbarton

County / Region Dunbartonshire

Postcode G82 2RS

If the memorandum is delivered by  
an agent for the subscriber(s) of  
the memorandum mark the box opposite  
and give the agent's name and address.

X

Agent's Name Burness

Address 242 West George Street

Post town Glasgow

County / Region Strathclyde

Postcode G2 4QY

Number of continuation sheets attached

6

You do not have to give any contact  
information in the box opposite but if you  
do, it will help Companies House to  
contact you if there is a query on the  
form. The contact information that you

Burness  
242 West George Street  
Glasgow  
G2 4QY

Tel 0141 248 4933

DX number GW154

DX exchange Glasgow

When you have completed and signed the form please send it to the  
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



COMPANIES HOUSE 01/12/03

**Company Secretary** (see notes 1-5)

Company name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

JAMES ABERCROMBIE

Surname

McLACHLAN

Previous forename(s)

None

Previous surname(s)

None

Address ††

1 Mansewood Drive

Post town

Dumbarton

County / Region

Dunbartonshire

Postcode

G82 3EU

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

14/11/03

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

ALFRED TIMOTHY

Surname

RHEAD

Previous forename(s)

None

Previous surname(s)

None

Address ††

16 Boghead Road

Post town

Dumbarton

County / Region

Dunbartonshire

Postcode

G82 2HP

Country

Scotland

Date of birth

Day Month Year

2 8 1 2

1 9 4 6

Nationality

British

Business occupation

Retired LOCAL GOVT OFFICER

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

Date

14/11/03

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

CHFP025

Company name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

MICHAEL JAMES

Surname

FITZPATRICK

Previous forename(s)

None

Previous surname(s)

None

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

87 Bonhill Road

Post town

Dumbarton

County / Region

Dunbartonshire

Postcode

G82 2DU

Country

Scotland

Day Month Year

Date of birth

3 0 0 9

1 9 5 0

Nationality

British

Business occupation

Management Consultant

Other directorships

First Genesis

I consent to act as director of the company named on page 1

Consent signature

Date

14 NOV '03

CHFP025

Company name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

I consent to act as secretary of the company named on page 1

Consent signature

Date

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

ROSEMARY ALISON

Surname

HARVIE

Previous forename(s)

None

Previous surname(s)

None

Address ††

☐

Post town

Dumbarton

County / Region

Dunbartonshire

Postcode

G82 2DY

Country

Scotland

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Date of birth

Day Month Year

2 3 0 6

1 9 4 1

Nationality

British

Business occupation

Retired

Other directorships

Greenlight Re-cycling Limited

Community Links Limited

I consent to act as director of the company named on page 1

Consent signature

Date

14.11.03

Rosemary A. Harvie

CHFP025

Company name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

DANIEL

Surname

LYNCH

Previous forename(s)

None

Previous surname(s)

None

Address ††

32 Oxhill Road

Post town

Dumbarton

County / Region

Dunbartonshire

Postcode

G82 4DG

Country

Scotland

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Date of birth

Day Month Year

2 7 1 0

1 9 2 3

Nationality

British

Business occupation

Retired Chartered Engineer

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

Date

Daniel Lynch

14.11.03

CHFP025

Company name

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

DESMOND BRIAN

Surname

MacGUIRE

Previous forename(s)

None

Previous surname(s)

None

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

St Patrick's

Strathleven Place

Post town

Dumbarton

County / Region

Dunbartonshire

Postcode

G82 1BA

Country

Scotland

Day Month Year

Date of birth

0 4 0 9

1 9 3 1

Nationality

British

Business occupation

Parish Priest

Other directorships

Pastoral Care Trust

Scottish Churches Community Trust

I consent to act as director of the company named on page 1

Consent signature

Date

14/11/03



**Company Secretary** (see notes 1-5)

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

MARJORY MAY

Surname

McKAY

Previous forename(s)

None

Previous surname(s)

None

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

85 Dumbarton Road

Post town

Bowling

County / Region

Dunbartonshire

Postcode

G60 5AY

Country

Scotland

Day Month Year

Date of birth

09

12

19

46

Nationality

British

Business occupation

Retired psychiatric nurse

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

Date

14.11.03

**Company Secretary** (see notes 1-5)

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

I consent to act as secretary of the company named on page 1

Consent signature

Date

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

☐

Post town

County / Region

Postcode

Country

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Day Month Year

Date of birth

1

5

0

2

1

9

5

4

Nationality

British

Business occupation

Minister of Religion

Other directorships

None

I consent to act as director of the company named on page 1

Consent signature

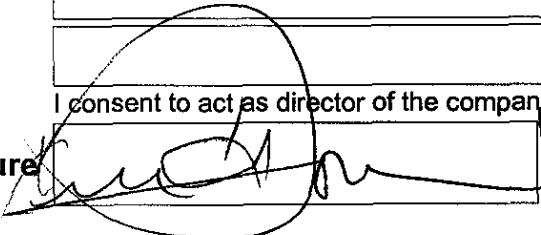
Date

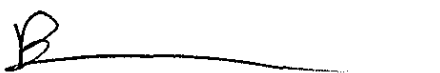
14/11/03

**Directors**

(see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>	<input type="text"/>		<b>*Honours etc</b>	<input type="text"/>
<hr/>					
<b>* Voluntary details</b>	<b>Forename(s)</b>	<input type="text" value="PETER ARUNDAL"/>			
	<b>Surname</b>	<input type="text" value="FOSTER"/>			
	<b>Previous forename(s)</b>	<input type="text" value="None"/>			
	<b>Previous surname(s)</b>	<input type="text" value="None"/>			
<b>†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.</b>	<b>Address ††</b>	<input type="text" value="The Forge"/>			
	<input type="checkbox"/>	<input type="text" value="Colgrain Steading"/>			
	<b>Post town</b>	<input type="text" value="Colgrain"/>			
	<b>County / Region</b>	<input type="text" value="Dunbartonshire"/>	<b>Postcode</b>	<input type="text" value="G82 5JL"/>	
	<b>Country</b>	<input type="text" value="Scotland"/>			
	<b>Date of birth</b>	<input type="text" value="07"/> <input type="text" value="09"/> <input type="text" value="19"/> <input type="text" value="39"/>	<b>Nationality</b>	<input type="text" value="British"/>	
	<b>Business occupation</b>	<input type="text" value="Retired Bank Manager"/>			
	<b>Other directorships</b>	<input type="text" value="None"/>			
	<input type="text"/>				
	<input type="text"/>				
	I consent to act as director of the company named on page 1				
	<b>Consent signature</b>			<b>Date</b>	<input type="text" value="14.11.03"/>

**This section must be signed by***Either***an agent on behalf of all subscribers****Signed****Date***Or the subscribers**( i.e those who signed as members on the memorandum of association).***Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

## Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.  
**The date of birth must be given for every individual director.**

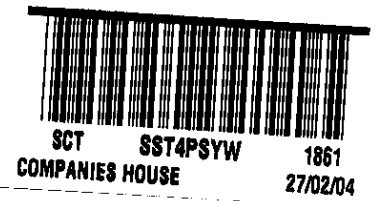
4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is or at all times during the past 5 years, when the person was a director, was :**
- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE AND**  
**NOT HAVING A SHARE CAPITAL**  
**MEMORANDUM and ARTICLES of**  
**ASSOCIATION**  
**of**  
**HOME FROM HOME (SCOTLAND) LIMITED**



**Burness**

264176

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING A SHARE CAPITAL**

**MEMORANDUM of ASSOCIATION**

of

**HOME FROM HOME (SCOTLAND) LIMITED**

1. The company's name is "Home From Home (Scotland) Limited".
2. The company's registered office is to be situated in Scotland.
3. The company's objects are:-
  - (i) To relieve poverty among the residents of the Central Scotland ("the Operating Area") and, in particular, by the provision of furniture, electrical equipment, household goods and/or other items to those in necessitous circumstances and the provision of advice and support to assist them in settling into new homes.
  - (ii) To promote education in the field of recycling of household goods
  - (iii) To promote and preserve the natural environment for the benefit of the general public and in particular to assist in the adoption of practices which are directed towards reducing unnecessary depletion of natural resources and/or reducing the volume of non-recycled waste.
  - (iv) To relieve unemployment among the residents of the Operating Area in such ways as may be thought fit, including assistance to find employment.
  - (v) To promote training in skills of all kinds, particularly such skills as will assist residents of the Operating Area in obtaining paid employment.
  - (vi) To promote, establish, operate and/or support other schemes and projects of a charitable nature for the benefit of the community within the Operating Area.

In pursuance of those aims (but not otherwise), the company shall have the following powers:-

- (a) To operate and/or support projects and programmes which advance the above objects.

- (b) To design, prepare, publish and/or distribute information packs, leaflets, books, newsletters, magazines, posters and other publications, audio and video recordings, multimedia products and display materials, and to create and maintain a database or databases.
- (c) To carry on any other activities which further any of the above objects.
- (d) To promote companies and organisations whose activities may further one or more of the above objects, or may generate income to support the activities of the company, acquire and hold shares in such companies and carry out, in relation to any such company which is a subsidiary of the company, all such functions as may be associated with a holding company.
- (e) To acquire and take over the whole or any part of the undertaking and liabilities of any body holding property or rights which are suitable for the company's activities.
- (f) To purchase, take on lease, hire, or otherwise acquire, any property or rights which are suitable for the company's activities.
- (g) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the company.
- (h) To sell, let, hire out, license, or otherwise dispose of, all or any part of the property and rights of the company.
- (i) To borrow money, and to give security in support of any such borrowings by the company, in support of any obligations undertaken by the company or in support of any guarantee issued by the company.
- (j) To employ such staff as are considered appropriate for the proper conduct of the company's activities, and to make reasonable provision for the payment of pension and/or other benefits for members of staff, ex-members of staff and their dependants.
- (k) To engage such professionals and technical consultants and advisers as are considered appropriate from time to time.
- (l) To effect insurance of all kinds (which may include officers' liability insurance).
- (m) To invest any funds which are not immediately required for the company's activities in such investments as may be considered appropriate (and to dispose of, and vary, such investments).
- (n) To liaise with other voluntary sector bodies, local authorities, UK or Scottish government departments and agencies, and other bodies, all with a view to furthering the company's objects.
- (o) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the company's objects.

- (p) To take such steps as may be deemed appropriate for the purpose of raising funds for the company's activities.
- (q) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).
- (r) To oppose, or object to, any application or proceedings which may prejudice the company's interests.
- (s) To enter into any arrangement with any organisation, government or authority which may be advantageous for the purposes of the activities of the company, and to enter into any arrangement for co-operation or mutual assistance with any charitable body.
- (t) To do anything which may be incidental or conducive to the furtherance of any of the company's objects.

And it is declared that

- (i) in this clause, "property" means any property, heritable or moveable, wherever situated
  - (ii) in this clause, and throughout this memorandum of association, the word "charitable" shall have the meaning ascribed to it for the purposes of section 505 of the Income and Corporation Taxes Act 1988, including any statutory amendment or re-enactment for the time being in force.
4. (a) The income and property of the company shall be applied solely towards promoting the company's objects (as set out in clause 3).
  - (b) No part of the income or property of the company shall be paid or transferred (directly or indirectly) to the members of the company, whether by way of dividend, bonus or otherwise.
  - (c) No director of the company shall be appointed as a paid employee of the company; no director shall hold any office under the company for which a salary or fee is payable.
  - (d) No benefit (whether in money or in kind) shall be given by the company to any director except (i) repayment of out-of-pocket expenses or (ii) reasonable payment in return for particular services (not being of a management nature) actually rendered to the company.
5. The liability of the members is limited.
  6. Every member of the company undertakes to contribute such amount as may be required (not exceeding £1) to the company's assets if it should be wound up while he/she/it is a member or within one year after he/she/it ceases to be a member, for payment of the company's debts and liabilities contracted before he/she/it ceases to be a member, and



of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

- 7 (a) If on the winding-up of the company any property remains after satisfaction of all the company's debts and liabilities, such property shall not be paid to or distributed among the members of the company; that property shall instead be transferred to some other charitable body or bodies (whether incorporated or unincorporated) whose objects are similar (wholly or in part) to the objects of the company.

(b) The body or bodies to which property is transferred under paragraph (a) shall be determined by the members of the company at or before the time of dissolution or, failing such determination, by such court as may have jurisdiction at the time.

(c) To the extent that effect cannot be given to the provisions of paragraphs (a) and (b) of this clause 7, the relevant property shall be applied to some other charitable object or objects.
8. Accounting records shall be kept in accordance with all applicable statutory requirements and such accounting records shall, in particular, contain entries from day to day of all sums of money received and expended by the company and the matters in respect of which such receipt and expenditure take place and a record of the assets and liabilities of the company; such accounting records shall be open to inspection at all times by any director of the company.

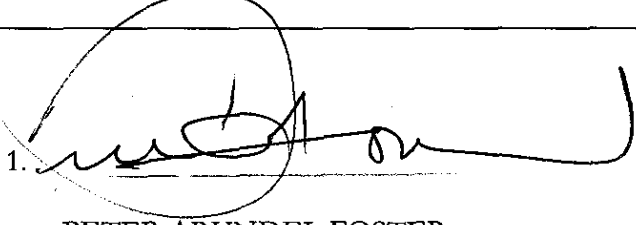
WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum.

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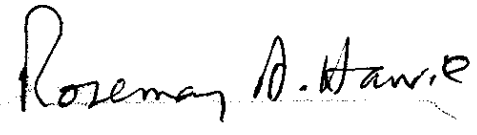
Names and addresses of subscribers

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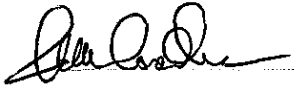
1.

  
PETER ARUNDEL FOSTER  
The Forge  
Colgrain Steading  
Colgrain G82 5JL

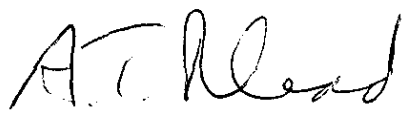
2.

  
ROSEMARY ALISON HARVIE  
82 Bonhill Road  
Dumbarton G82 2DY

3.

  
JAMES ABERCROMBIE McLACHLAN  
1 Mansewood Drive  
Dumbarton G82 3EU

4.


  
ALFRED TIMOTHY RHEAD  
16 Boghead Road  
Dumbarton G82 2HG

---

Dated

14/11/03

Witness to the above signatures:-

  
KATHLEEN <sup>ANNE</sup> A SWEENEY  
8 Mt. Pleasant Drive  
Old Kilpatrick G60 5LJ.

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE AND**  
**NOT HAVING A SHARE CAPITAL**

264176

**ARTICLES of ASSOCIATION**  
**of**  
**HOME FROM HOME (SCOTLAND) LIMITED**

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<b>GENERAL</b>	general structure	article 1
<b>MEMBERS</b>	qualifications, application, subscription, register, withdrawal, expulsion, termination/transfer	articles 2 - 22
<b>GENERAL MEETINGS (meetings of members)</b>	general, notice, special/ordinary resolutions, procedure	articles 23 - 48
<b>DIRECTORS</b>	maximum number, eligibility, election/retiral/re-election, termination of office, register, office bearers, powers, personal interests	articles 49 - 75
<b>DIRECTORS' MEETINGS</b>	procedure	articles 76 - 88
<b>ADMINISTRATION</b>	committees, operation of bank accounts, secretary, minutes, accounting records and annual accounts, notices	articles 89 - 96
<b>MISCELLANEOUS</b>	winding-up, indemnity, interpretation	articles 97 - 101

**General structure**

1. The structure of the company consists of:-
  - (a) the MEMBERS - who have the right to attend the annual general meeting (and any extraordinary general meeting) and have important powers under the articles of association and the Companies Acts; in particular, the members elect people to serve as directors and take decisions in relation to changes to the articles themselves
  - (b) the DIRECTORS - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the company; in particular, the directors are responsible for monitoring the financial position of the company.

### **Qualifications for membership**

2. The members of the company shall consist of the subscribers to the memorandum of association and such other individuals and bodies as are admitted to membership under articles 3 to 11.
3. Subject to articles 4 and 5, membership shall be open to:-
  - (a) any individual who resides in or who has a place of business in the Operating Area;
  - (b) any incorporated body which operates in the Operating Area;
  - (c) any individual nominated by an unincorporated body which operates in the Operating Area.
4. No employee of the company may become a member; a person admitted to membership shall automatically cease to become a member if he/she becomes an employee of the company.
5. The directors shall be entitled at their discretion to refuse to admit any individual or body to membership even if he/she/it is qualified for membership under article 3 and is not disbarred from membership by article 4.

### **Application for membership**

6. Any individual who wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require), signed by him/her and (in the case of an application under paragraph (c) of article 3) signed by an authorised officer of the unincorporated body nominating him/her for membership.
7. Any body which wishes to become a member shall lodge with the company a written application for membership (in such form as the directors require) signed on its behalf by one of its authorised officers.
8. An application for membership must be accompanied by a remittance for the full amount of the membership subscription.
9. An individual/body applying for membership shall lodge with the company such information and evidence in support of his/her/its application as the directors require.
10. The directors may, at their discretion, refuse to admit any individual/body to membership.
11. The directors shall consider each application for membership at the first directors' meeting which is held after receipt of the application; the directors shall, within a reasonable time after the meeting, notify the applicant of their decision on the application and will return to the applicant his/her/its membership subscription, if they decline to admit the applicant.

### **Membership subscription**

12. Unless otherwise determined by ordinary resolution, the amount of the annual membership subscription shall be £1.
13. The annual membership subscription shall be due on each accounting reference date of the company and shall (subject to articles 8 and 19) be taken to cover the period from one accounting reference date to the date falling immediately prior to the next accounting reference date.
14. The directors shall give to the members at least ten days notice of each accounting reference date; each notice shall specify the amount of the membership subscription which will be due and shall state the possible consequence (under the following article) of failure to make payment.
15. If the company has not received a member's annual membership subscription within fourteen days after the accounting reference date on which it fell due, the directors may by resolution expel that person/body from membership; if, however, proper notice under article 14 was not given, a member shall not be liable to be expelled under this article unless he/she/it fails to pay the subscription within twenty four days after notice requiring payment has been given to him/her/it.

### **Register of members**

16. The directors shall maintain a register of members, setting out the full name and address of each member, the date on which he/she/it was admitted to membership, and the date on which any individual/body ceased to be a member.

### **Withdrawal from membership**

17. Any individual or body who/which wishes to withdraw from membership shall lodge with the company, a written notice to that effect, signed by him/her or (in the case of a corporate body) signed by one of its authorised officers; on receipt of the notice by the company, he/she/it shall cease to be a member.
18. If any unincorporated body wishes to withdraw its nomination for membership, it shall lodge a notice in writing with the company to that effect (in such form as the directors require), signed on its behalf by an authorised officer of that body; on receipt of the notice by the company, the individual admitted to membership on the basis of nomination by that unincorporated body shall cease to be a member.
19. An individual /body who ceases to be a member shall not be entitled to any refund (total or partial) of the membership subscription.

### **Expulsion from membership**

20. Any person may be expelled from membership by special resolution (see article 33), providing the following procedures have been observed:-

- (a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion
- (b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed

#### **Termination/transfer**

- 21. Membership shall cease on death, or in the case of a member which is a corporate body on receivership, liquidation or striking off.
- 22. A member may not transfer his/her/its membership to any other person/body.

#### **General meetings (meetings of members)**

- 23. The directors shall convene an annual general meeting in each year (but excluding the year in which the company is formed); the first annual general meeting shall be held not later than 18 months after the date of incorporation of the company.
- 24. Not more than 15 months shall elapse between one annual general meeting and the next.
- 25. The business of each annual general meeting shall include:-
  - (a) a report by the chair on the activities of the company
  - (b) consideration of the annual accounts of the company
  - (c) the election/re-election of directors, as referred to in articles 55 to 63.
- 26. The directors may convene an extraordinary general meeting at any time.
- 27. The directors must convene an extraordinary general meeting if there is a valid requisition by members (under section 368 of the Act) or a requisition by a resigning auditor (under section 392A of the Act).

#### **Notice of general meetings**

- 28. At least 21 clear days' notice must be given of (a) an annual general meeting or (b) an extraordinary general meeting at which a special resolution (see article 33) or a resolution requiring special notice under the Act, is to be proposed; all other extraordinary general meetings shall be called by at least 14 clear days' notice.
- 29. The reference to "clear days" in article 28 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.
- 30. A notice calling a meeting shall specify the time and place of the meeting; it shall (a) indicate the general nature of the business to be dealt with at the meeting and (b) if a special resolution (see article 33) (or a resolution requiring special notice under the Act) is to be proposed, shall also state that fact, giving the exact terms of the resolution.

31. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting; any other general meeting shall be called an extraordinary general meeting.
32. Notice of every general meeting shall be given to all the members and directors, and (if there are auditors in office at the time) to the auditors.

### **Special resolutions and ordinary resolutions**

33. For the purposes of these articles, a “special resolution” means a resolution passed by 75% or more of the votes cast on the resolution at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting and of the intention to propose the resolution has been given in accordance with articles 28 to 32; for the avoidance of doubt, the reference to a 75% majority relates only to the number of votes cast in favour of the resolution as compared with the number of votes cast against the resolution, and accordingly no account shall be taken of abstentions or members absent from the meeting.
34. In addition to the matters expressly referred to elsewhere in these articles, the provisions of the Act allow the company, by special resolution,
  - (a) to alter its name
  - (b) to alter its memorandum of association with respect to the company’s objects
  - (c) to alter any provision of these articles or adopt new articles of association.
35. For the purposes of these articles, an “ordinary resolution” means a resolution passed by majority vote (taking account only of those votes cast in favour as compared with those votes against, and (as applicable) the chairperson’s casting vote), at an annual general meeting or extraordinary general meeting, providing proper notice of the meeting has been given in accordance with articles 28 to 32.

### **Procedure at general meetings**

36. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 10 members, present in person (in the case of a corporate body, present via its authorised representative) or represented by proxy.
37. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.
38. The Convenor shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the Convenor is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the Vice

Convenor shall (if present and willing to act) preside as chairperson of the meeting; if the Vice Convenor is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

39. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.
40. Every member shall have one vote which (whether on a show of hands or on a secret ballot) must be given personally (in the case of a member which is an incorporated body, via its duly authorised representative present at the meeting) or by proxy.
41. A member who/which wishes to appoint a proxy to vote on his/her/its behalf at any meeting (or adjourned meeting) shall lodge with the company, at the company's registered office, not less than 48 hours before the time for holding the meeting ( or, as the case may be, adjourned meeting), a written instrument of proxy (in such form as the directors require), signed by him/her or (as the case may be) signed by one of its authorised officers.
42. An instrument of proxy which does not conform with the provisions of article 41 or which is not lodged in accordance with such provisions shall be invalid.
43. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who/which appointed him/her to speak at the meeting and need not be a member of the company.
44. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.
45. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.
46. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson or by at least two persons present and entitled to vote (whether as members or as representatives of members which are incorporated bodies or as proxies for members); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.
47. A vote given, or ballot demanded, by proxy or by the duly authorised representative of a member which is an incorporated body shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot unless notice of such termination was received by the company at the company's registered office before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.



48. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

### **Categories of directors**

49. For the purposes of these articles.

“Member Director” means a director (drawn from the membership of the company) elected/appointed under articles 55 to 61.

“Co-opted Director” means a director appointed or re-appointed by the directors under articles 62 and 63.

### **Maximum number of directors**

50. The maximum number of directors shall be 12; of whom no more than 9 shall be Member Directors and no more than 3 shall be Co-opted Directors.
51. The minimum number of directors shall be 6.

### **Eligibility**

52. An individual shall not be eligible for election as a Member Director unless he/she is a member of the company; a person appointed as a Co-opted Director need not, however, be a member of the company.
53. Any individual nominated for appointment as a Member Director by a member which is an incorporated body, shall be deemed to be a member for the purposes of article 52.
54. An individual shall not be eligible for election/appointment as a director if he/she is an employee of the company

### **Election, retiral, re-election of Member Directors**

55. At each annual general meeting, the members may (subject to article 50) elect any member (providing he/she is willing to act) as a director ( a “Member Director”).
56. The directors may at any time appoint any member (providing he/she is willing to act) to be a director (a “Member Director”) either to fill a vacancy or (subject to article 50) as an additional director.
57. For the purposes of articles 55 and 56, an individual nominated by a member which is an incorporated body for appointment as a director shall be deemed to be a member.
58. At the first annual general meeting, all Member Directors shall retire from office.
59. At each annual general meeting (other than the first);

- (a) any Member Director who was appointed by the directors under article 56 during the period since the preceding annual general meeting shall retire from office; and
  - (b) out of the remaining Member Directors, one third (to the nearest round number) shall retire from office.
60. The directors to retire under paragraph (b) of article 59 shall be those who have been longest in office since they were last elected or re-elected; as between persons who were last elected/re-elected on the same date, the question of which of them is to retire shall be determined by some random method.
61. A director who retires from office under article 59 shall be eligible for re-election.

#### **Appointment/re-appointment of Co-opted Directors**

62. In addition to their powers under article 56, the directors may (subject to article 50) at any time appoint any non-member of the company to be a director (providing he/she is willing to act), either on the basis that he/she has been nominated by a body with which the company has close contact in the course of its activities **or** on the basis that he/she has specialist experience and/or skills which could be of assistance to the directors.
63. At each annual general meeting, all of the Co-opted Directors shall retire from office - but shall then be eligible for re-appointment under article 62.

#### **Termination of office**

64. A director shall automatically vacate office if:-
- (a) he/she ceases to be a director through the operation of any provision of the Act or becomes prohibited by law from being a director
  - (b) he/she becomes debarred under any statutory provision from being involved in the administration or management of a charity
  - (c) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
  - (d) (in the case of a Member Director) he/she ceases to be a member of the company
  - (e) he/she becomes an employee of the company
  - (f) he/she resigns office by notice to the company
  - (g) he/she is absent (without permission of the directors) from more than three consecutive meetings of the directors, and the directors resolve to remove him/her from office

- (h) he/she is removed from office by ordinary resolution (special notice having been given) in pursuance of section 303 of the Act.

### **Register of directors**

65. The directors shall maintain a register of directors, setting out full details of each director, including the date on which he/she became a director, and also specifying the date on which any person ceased to hold office as a director.

### **Officebearers**

66. The directors shall elect from among themselves a Convenor, a Vice - Convenor and a treasurer, and such other office bearers (if any) as they consider appropriate.
67. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.
68. A person elected to any office shall cease to hold that office if he/she ceases to be a director, or if he/she resigns from that office by written notice to that effect.

### **Powers of directors**

69. Subject to the provisions of the Act, the memorandum of association and these articles, and subject to any directions given by special resolution, the company and its assets and undertaking shall be managed by the directors, who may exercise all the powers of the company.
70. A meeting of the directors at which a quorum is present may exercise all powers exercisable by the directors.

### **Personal interests**

71. A director who has a personal interest in any transaction or other arrangement which the company is proposing to enter into, must declare that interest at a meeting of the directors; he/she will be debarred (in terms of article 82) from voting on the question of whether or not the company should enter into that arrangement.
72. For the purposes of the preceding article, a director shall be deemed to have a personal interest in an arrangement if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director (or any other party who/which is deemed to be connected with him/her for the purposes of section 317 of the Act), has a personal interest in that arrangement.
73. Provided he/she has declared his/her interest - and has not voted on the question of whether or not the company should enter into the relevant arrangement - a director will not be debarred from entering into an arrangement with the company in which he/she has a personal interest (or is deemed to have a personal interest under article 72) and may retain any personal benefit which he/she gains from his/her participation in that arrangement.

74. No director may serve as an employee (full time or part time) of the company, and no director may be given any remuneration by the company for carrying out his/her duties as a director.
75. The directors may be paid all travelling and other expenses reasonably incurred by them in connection with their attendance at meetings of the directors, general meetings, or meetings of committees, or otherwise in connection with the carrying-out of their duties.

#### **Procedure at directors' meetings**

76. Any director may call a meeting of the directors or request the secretary to call a meeting of the directors.
77. Questions arising at a meeting of the directors shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.
78. No business shall be dealt with at a meeting of the directors unless a quorum is present; the quorum for meetings of the directors shall be one third (to the nearest round number) of the total number of directors then in office.
79. If at any time the number of directors in office falls below the number fixed as the quorum, the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.
80. Unless he/she is unwilling to do so, the Convenor shall preside as chairperson at every directors' meeting at which he/she is present; if the Convenor is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the Vice convenor shall (if present and willing to act) preside as chairperson of the meeting; if the Vice convenor is not present and willing to act as chairperson within 15 minutes after the time at which the meeting
81. The directors may, at their discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the directors; for the avoidance of doubt, any such person who is invited to attend a directors' meeting shall not be entitled to vote.
82. A director shall not vote at a directors' meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the company; he/she must withdraw from the meeting while an item of that nature is being dealt with.
83. For the purposes of article 82, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.
84. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he/she is not entitled to vote.

85. The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 82 to 84.

#### **Delegation to sub-committees**

86. The directors may delegate any of their powers to any sub-committee consisting of one or more directors and such other persons (if any) as the directors may determine; they may also delegate to the convenor of the company (or the holder of any other post) such of their powers as they may consider appropriate.
87. Any delegation of powers under article 86 may be made subject to such conditions as the directors may impose and may be revoked or altered.
88. The rules of procedure for any sub-committee shall be as prescribed by the directors.

#### **Operation of bank accounts**

89. The signatures of two out of the signatories appointed by the directors shall be required in relation to all operations (other than lodgement of funds) on the bank and building society accounts held by the company; at least one out of the two signatures must be the signature of a director.

#### **Secretary**

90. The company secretary shall be appointed by the directors for such term, at such remuneration (if any), and upon such conditions, as they may think fit; the company secretary may be removed by them at any time.

#### **Minutes**

91. The directors shall ensure that minutes are made of all proceedings at general meetings, directors' meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

#### **Accounting records and annual accounts**

92. The directors shall ensure that proper accounting records are maintained in accordance with all applicable statutory requirements.
93. The directors shall prepare annual accounts, complying with all relevant statutory requirements; if an audit is required under any statutory provisions or if they otherwise think fit, they shall ensure that an audit of such accounts is carried out by a qualified auditor.
94. No member shall (unless he/she is a director) have any right of inspecting any accounting or other records, or any document of the company, except as conferred by statute or as authorised by the directors or as authorised by ordinary resolution of the company.

## **Notices**

95. Any notice which requires to be given to a member under these articles shall be in writing; such a notice may either be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the company.
96. Any notice, if sent by post, shall be deemed to have been given at the expiry of 24 hours after posting; for the purpose of proving that any notice was given, it shall be sufficient to prove that the envelope containing the notice was properly addressed and posted.

## **Winding-up**

97. If the company is wound up, the liquidator shall give effect to the provisions of clause 7 of the memorandum of association.

## **Indemnity**

98. Every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any loss or liability which he/she may sustain or incur in connection with the execution of the duties of his/her office; that may include, without prejudice to that generality, any liability incurred by him/her in defending any proceedings (whether civil or criminal) in which judgement is given in his/her favour or in which he/she is acquitted or any liability in connection with an application in which relief is granted to him/her by the court from liability for negligence, default or breach of trust in relation to the affairs of the company.
99. The indemnity contained in article 86 shall be subject to the provisions of the Act and is without prejudice to any other indemnity to which a director may otherwise be entitled.

## **Interpretation**

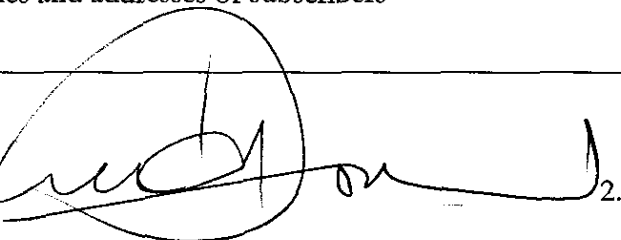
100. In these articles "the Act" means the Companies Act 1985; any reference in these articles to a provision of the Act shall be taken to include any statutory modification or re-enactment of that provision which is in force at the time.
101. Reference in these articles to the singular shall be deemed to include the plural.

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Names and addresses of subscribers

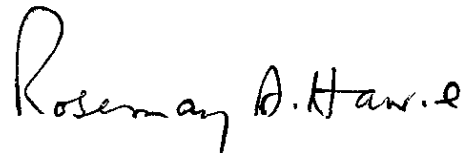
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1.



PETER ARUNDEL FOSTER  
The Forge  
Colgrain Steading  
Colgrain G82 5JL

2.



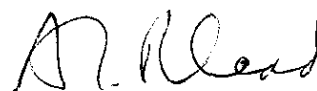
ROSEMARY ALISON HARVIE  
82 Bonhill Road  
Dumbarton G82 2DY

3.



JAMES ABERCROMBIE McLACHLAN  
1 Mansewood Drive  
Dumbarton G82 3EU

4.




ALFRED TIMOTHY RHEAD  
16 Boghead Road  
Dumbarton G82 2HG

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Dated

14/11/03.

Witness to the above signatures:-

  
KATHLEEN <sup>ANNE</sup> SWEENEY  
3 Mt. Pleasant Drive  
Old Kelpieville G60 5LJ